

BYLAWS
OF
COLLIN COUNTY BAR ASSOCIATION
ESTATE PLANNING AND PROBATE SECTION
As First Amended November 13, 2007 and
As Second Amended June 11, 2010

ARTICLE I

Name and Purpose

Section 1.1. This section shall be known as the Estate Planning and Probate Section (the “Section”).

Section 1.2. The purpose of the Section shall be to promote the objectives of the Collin County Bar Association (“CCBA”) as they relate to estate planning and probate by educating and sharing information among members of the Bar.

ARTICLE II

Membership and Dues

Section 2.1. In addition to the regular annual dues paid to CCBA, each member of the Section shall pay annual section dues (“Section Dues”) as set from time to time by the governing Board of Directors of the Section (the “Board”). Any member of CCBA in good standing with CCBA shall be enrolled as a member of the Section upon payment of Section Dues for the then-current fiscal year of the Section. Thereafter, said Section Dues shall be payable in advance on the first day of July for each year. Persons so enrolled and whose Section Dues are so paid shall constitute the membership of the Section. Any member of the Section whose Section Dues shall be more than six (6) months delinquent, or who ceases to be a CCBA member in good standing, shall also cease to be a member of the Section. The Board may, from time to time, raise or lower Section Dues by majority vote. The Board may also allow non-lawyer “associate members” to be placed upon the Section’s e-mail distribution list at its discretion.

Section 2.2. All Statutory Probate Judges in Collin County are automatically members of this Section without the payment of Section Dues, which are waived for all such Probate Judges. In addition, the Board may, from time to time, waive Section Dues for various other individuals subject to the approval by a majority of a quorum of the Board.

ARTICLE III

Board of Directors and Officers

Section 3.1. The Section shall be governed by a Board of Directors, consisting of no fewer than seven (7) and no more than nine (9) voting members of the Section, five (5) of whom shall also serve as officers of the Section. The Board may expand or decrease the number of Board members by a two-thirds (2/3) vote of the Board members.

Section 3.2. The officers of the Section shall be a President, a President-Elect, a Secretary, a Treasurer, the Immediate Past President, and such other officers as the Board may, from time to time, deem necessary and elect.

Section 3.3. At each annual meeting of the Section the members of the Section shall elect new members to the Board for terms of two (2) years each, to succeed the members whose terms will expire at the close of such annual meeting of the Section; provided, however, that for the first year after these Bylaws are enacted, Board Position Numbers 5, 6, and 7 shall have a term of one (1) year only (with subsequent two (2) year terms beginning after the expiration of the first one (1) year term). Immediately following their election, the directors so elected shall serve for a term beginning at the close of the annual meeting of the Section at which they are elected, and ending at the close of the second succeeding annual meeting of the Section, and until their successors shall have been elected and qualified.

Section 3.4. On the same date as each annual meeting of the Section, or as soon thereafter as possible, the Board shall also hold an annual meeting of the Board and shall elect the officers of the Section for terms of one (1) year each, to succeed the officers whose terms will expire at the close of such annual meeting of the Board. Immediately following their election, the officers so elected shall serve for a term beginning at the close of the annual meeting of the Board at which they are elected, and ending at the close of the next succeeding annual meeting of the Board, and until their successors shall have been elected and qualified.

ARTICLE IV

Duties of Officers

Section 4.1. The President shall preside at all meetings of the Section and of the Board. The President shall also formulate and present at each meeting of CCBA, as requested, a report of the work of the Section for the past year; provided, however, that if the President is unable to attend such CCBA meeting, then any other officer of the Section or other proxy of the President may attend such meeting in the President's place. The President shall perform such other duties and acts as usually pertain to his or her office, including, without limitation, the appointment of Section members to such committees of the Section as the Board may authorize.

Section 4.2. Upon the death, resignation or refusal to act of the President, or during his or her disability or absence, the President-Elect shall perform the duties of the President for the remainder of the President's term, except in case of the President's disability or absence, and then only during so much of the term as the disability or absence continues.

Section 4.3. The Treasurer shall be the custodian of all books of account, legal documents, funds, and other valuable property of the Section. The Treasurer shall keep a true record of all receipts and disbursements of funds of the Section, and make periodic written reports to the Board and the Section. In addition, the Treasurer shall assist the President in the preparation of the annual report, especially with regard to the financial position of the Section.

Section 4.4. The Secretary shall assist the President in keeping a true record of the proceedings of all meetings and perform such other tasks as may be assigned to him or her. The Secretary shall also assist the President in the preparation of the annual report of the work of the Section.

ARTICLE V

Duties and Powers of the Board

Section 5.1. The Board shall exercise general supervision and control of the affairs of the Section, subject to the provisions of the Charter and Bylaws of CCBA.

Section 5.2. During the interim between annual meetings of the Section, the Board may fill vacancies in its own membership, and members of the Board so elected by the Board shall serve until the close of the next annual meeting of the Section, and may then stand for election for a two (2) year term on the Board as provided in Section 3.3 of these Bylaws.

Section 5.3. During the interim between annual meetings of the Board, the Board may fill vacancies in the offices of the Secretary or Treasurer, or in the event of a vacancy in both the office of the President and President-Elect, then in the office of President, and officers so elected by the Board shall serve until the close of the next annual meeting of the Board and, if they remain members of the Board, may then stand for election for a one (1) year term as an officer as provided in Section 3.4 of these Bylaws.

Section 5.4. Except as otherwise specified herein, all binding action of the Board shall be by a majority vote of a quorum of the Board. A quorum means at least fifty percent (50%) of the members of the Board, including officers.

Section 5.5. Members of the Board when personally present at a meeting of the Board shall vote in person, but when absent may communicate their vote in writing or otherwise, upon any proposition, to the Secretary, and have it counted with the same

effect as if cast personally at such meeting; provided that such absentee vote shall be communicated to the Secretary within ten (10) days immediately following such meeting.

Section 5.6. The President of the Section shall submit or cause to be submitted in writing to each of the members of the Board any proposition upon which the Board may be authorized to act. The members of the Board may vote upon such proposition or propositions so submitted by communicating their vote thereon in writing, over their respective signatures to the Secretary, who shall record upon his or her minutes each proposition so submitted, when, how, at whose request same was submitted, and the vote of each member of the Board thereon. The Secretary shall keep on file such written and signed votes. If the votes of a majority of a quorum of members of the Board so recorded, including timely absentee votes, shall be in favor of such proposition, such majority vote shall constitute the binding action of the Board.

ARTICLE VI.

Notice of Meetings of the Section and Board

Section 6.1. After the Board decides on the date for the annual meeting of the Section, the Board shall send written notice of such annual meeting to each member of the Section, either by e-mail, first-class U.S. mail, or facsimile, at least fourteen (14) days before the date set for such annual meeting. The Board shall establish the program and order of business for the annual meeting of the Section.

Section 6.2. The annual meeting of the Board shall be held at such time and place as may be designated by the President, who shall send written notice of such annual meeting to each member of the Board, either by e-mail, first-class U.S. mail, or facsimile, at least fourteen (14) days before the date set for such annual meeting. The President of the Board shall establish the program and order of business for the annual meeting of the Board.

Section 6.3. Special meetings of the Section and/or the Board may be called by the President at such time and place as the President may determine. The President shall send written notice of each special meeting of the Section to each member of the Section, and shall send written notice of each special meeting of the Board to each member of the Board, either by e-mail, first-class U.S. mail, or facsimile, at least seven (7) days before the date set for such special meeting. The notice shall set forth the purpose or purposes and agenda of such special meeting in reasonable detail, and no prospective action may be approved at any special meeting unless such action is set forth in such notice as one of the purposes of the meeting.

Section 6.4. Except as otherwise specified herein, all binding action of the Board and/or Section shall be by a majority vote of a quorum, following timely written notice thereof, if necessary.

ARTICLE VII.

Financial Accounting

Section 7.1. The fiscal year of the Section shall begin on July 1st of each year and end on June 30th of each year.

Section 7.2. All bills incurred by the Section before being paid by the Treasurer shall be submitted to and approved by the President or the President-Elect, or if the Board shall so direct, by both of them or neither of them; provided that the Treasurer shall submit periodic written accounting reports to the Board.

Section 7.3. The Section shall submit to the Executor Director of CCBA by July 15th of each year a complete financial report for the preceding fiscal year ending June 30th, which report includes a balance sheet and income statement.

Section 7.4. The Section shall submit to the Treasurer on a monthly basis all bank statements, along with all cancelled checks, deposit slips, and the check register.

ARTICLE VIII.

Committees

Section 8.1. The Section shall have such ad hoc committees as the Board may adopt, from time to time.

ARTICLE IX.

Miscellaneous Provisions

Section 9.1. No salary or compensation for services shall be paid to any officer member of the Board, or member of a committee, but they shall be entitled to reimbursement for expenses that are ordinarily, reasonably, and necessarily incurred on behalf of the Section, upon submission to the Treasurer or the CCBA Treasurer of appropriate requests together with itemized receipts.

Section 9.2. The Bylaws may be amended at any annual meeting of the Section. All amendments must be approved by: (i) a majority vote of the members of the Section present and voting during the business portion of the meeting; and (ii) by a majority vote of the Board.

Section 9.3. No positions may be taken by the Section or its members in the name of the Section that advocates or advances a political or social policy position.